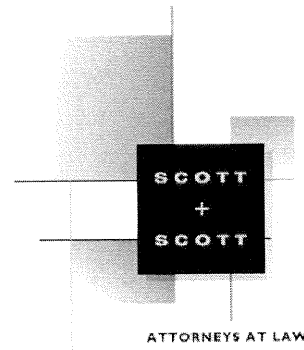


# **EXHIBIT A**

# SCOTT + SCOTT, LLP



## MISSION STATEMENT

The firm prides itself on its continuing dedication to client satisfaction and communication. Founded by alumni of larger firms, our attorneys encourage our clients to share their fiduciary, business and personal philosophies with us. We then invest the time to learn about our clients' operations and interests so that each representation can truly be a collaborative effort. We believe strongly that the practice of law should be conducted in a straightforward and honorable manner. We work diligently to ensure that intelligence, preparation and knowledge, as opposed to abusive and often counterproductive gamesmanship, are utilized to achieve the best result for our clients in a cost-effective manner. In so doing, we dedicate ourselves to practicing at the highest legal and ethical standards. We believe that our clients, as well as the numerous established law firms with whom we work and oppose, trust our word and respect the nature of our advocacy.

Scott + Scott regularly works with other firms on major litigation and with firms of only the highest quality and reputation so as to ensure the best representation for our clients. From its inception, the firm has been committed to producing legal work of the highest professional quality. It combines the flexible, informal and cooperative atmosphere of a smaller firm with a sophisticated practice, involving substantial and challenging legal issues more typically associated with larger firms.

### **Securities Class Action and Corporate Governance/Shareholder Derivative Litigation**

Scott + Scott is a nationally recognized law firm that recovers money for individual and institutional investors who have suffered from corporate stock fraud through securities class action and corporate governance/shareholder derivative litigation. Scott + Scott's philosophy is simple – officers and directors of a corporation should be responsible to their shareholders and the public markets. The firm has participated in recovering billions of dollars and achieved precedent-setting reforms in corporate governance on behalf of investors and shareholders.

### **Employee Retirement Litigation**

Scott + Scott actively litigates complex class actions across the United States on behalf of corporate employees alleging violations of the federal Employee Retirement Income Security Act of 1974 (ERISA). ERISA was enacted by Congress to prevent employers from exercising improper control over retirement plan assets and requires that pension and 401(k) plan trustees, including employer corporations, owe the highest fiduciary duties to retirement plans and their participants as to their retirement funds. Scott + Scott is committed to continuing its leadership

in ERISA and related employee-retirement litigation, as well as to those employees who entrust their employers with hard-earned retirement savings.

### **Antitrust Litigation**

The firm is actively involved in litigating many complex antitrust cases throughout the United States. In such actions, Scott + Scott works to ensure that the markets remain free, open and competitive to the benefit of both consumers purchasing and business enterprises operating in such markets. In addition to traditional price-fixing cases, the firm has taken the lead in a number of novel antitrust claims throughout the United States.

### **Consumer Rights Litigation**

Scott + Scott regularly represents aggrieved consumers in a variety of class action cases pending throughout the United States. In addition to more typical cases involving consumer finance issues, such as *In re: Provident Credit Card Litigation* (Superior Court of California, County of San Francisco), the firm is litigating cases against a number of health maintenance organizations (HMO) and other corporate defendants, including: *Albert v. Physician Health Services of Connecticut, Inc.* and *O'Brien v. Aetna, Inc. and Aetna-U.S. Healthcare, Inc.* (United States District Court, District of Connecticut); *Medical Society of the State of New York v. Connecticut General Corporation, et al.* (New York Supreme Court, County of New York); and *Granito, et al. v. International Business Machines, Inc.* (Connecticut Superior Court). Scott + Scott also has been involved in a number of major consumer fraud cases under state consumer protection laws, including: *Harnage v. Publishers Clearing House* (Connecticut Superior Court); *Gould v. IDT Corporation* (United States District Court, District of New Jersey); *In re: Kava Kava Litigation* (Superior Court of California, County of Los Angeles); *Fischer, et al. v. MasterCard International, Inc., et al.* (New York Supreme Court, County of New York); and *Paton, et al. v. Cingular Wireless, et al.* (Superior Court of California, County of San Francisco).

### **Human Rights & Civil Rights Litigation**

Scott + Scott is also an advocate of human and civil rights. For instance, Scott + Scott was active in the *World War II Era Japanese Forced Labor Litigation*, suing Japanese companies in U.S. court on behalf of thousands of aging veterans and civilians forced to work as slaves for Japanese corporations during World War II. In addition, Scott + Scott currently represents a nationwide class of workers of United Parcel Service (UPS), alleging that UPS violates the Americans with Disabilities Act.

## ATTORNEY BACKGROUND AND EXPERIENCE

**MELVIN SCOTT** is a graduate of the University of Connecticut (B.A. 1950) and the University of Kentucky (M.A. 1953; LL.B. 1957). Mr. Scott founded the firm in 1975. He is admitted to practice in Kentucky (now retired), Connecticut and Pennsylvania. Mr. Scott was a member of the Kentucky Law Review, where he submitted several articles for publication. He has served as an Attorney Trial Referee since the inception of this program in the State of Connecticut and is a member of the Fee Dispute Committee for New London County. Mr. Scott also formerly served as a Special Public Defender in criminal cases and as a member of the New London County Grievance Committee. Mr. Scott actively represents aggrieved parties in securities, commercial and criminal litigation and served or serves as counsel in: *Irvine, et al. v. ImClone Systems, Inc., et al.*; *Schnall, et al. v. Annuity and Life Re (Holdings) Ltd., et al.*; *In re: 360networks Class Action Securities Litigation*; *In re: General Motors ERISA Litigation*; and *Hohider v. UPS*, among others.

**DAVID R. SCOTT** is a graduate of St. Lawrence University (B.A., *cum laude*, 1986), Temple University School of Law (J.D., Moot Court Board, 1989) and New York University School of Law (LL.M. in taxation). He concentrates in commercial and class action trial work. Mr. Scott's trial work involves antitrust, intellectual property, commercial and complex securities litigation. Mr. Scott's antitrust litigation experience includes matters dealing with illegal tying, price-fixing and monopolization actions. He has served as lead counsel in numerous antitrust and securities class action lawsuits. Notably, Mr. Scott served as co-lead counsel in *Thurber v. Mattel, Inc.* (\$122 million settlement); *In re: Emulex Corp. Securities Litigation* (\$39 million settlement); *In re: Sprint Securities Litigation* (\$50 million settlement); *In re: Northwestern Corporation Securities Litigation* (\$61 million settlement); *Irvine, et al. v. Imclone Systems, Inc., et al.* (\$75 million settlement); *Schnall, et al. v. Annuity and Life Re (Holdings) Ltd., et al.* (\$16 million settlement); and *In re: Qwest Communications International, Inc.* (significant corporate governance reforms and \$25 million for the company), among others. His securities litigation experience includes matters dealing with securities fraud class actions, derivative/corporate governance litigation and representation of start-up technology companies in private securities litigation. Presently, Mr. Scott is serving as lead counsel in: *In re: General Motors ERISA Litigation*; *In re: Guidant Corp. Securities Litigation*; *In re: Priceline.com Securities Litigation*; *Shirk v. Fifth Third Bancorp, et al.*; *In re Merck ERISA Litigation*; and *Pugh, et al. v. Tribune Company, et al.*, among others. Mr. Scott is admitted to practice in Connecticut, Pennsylvania, New York, the United States Tax Court and many United States District Courts.

**EDMUND W. SEARBY** is a graduate of Dartmouth College (B.A., *cum laude*, 1986) and the University of Michigan (J.D. 1990). Mr. Searby is an experienced trial and appellate attorney both as a federal prosecutor and in private practice. From 1991 to 1996, he served as an Assistant United States Attorney for the Department of Justice in Florida. There, he tried a number of significant and complex criminal jury cases including mail and wire fraud, money laundering, counterfeiting and international drug trafficking. He also led significant investigations and prosecutions of national organized crime and large-scale fraud. In recognition of his work, he received letters of commendation from the Attorney General of the United States

and the Director of the Federal Bureau of Investigation. Mr. Searby also served as a special prosecutor with the Office of the Independent Counsel, Washington, D.C. In private practice, Mr. Searby represents clients in class actions and other complex civil litigation, including antitrust, securities and multidistrict products liability litigation. Mr. Searby's civil trial experience includes, among other proceedings: a twenty-five witness antitrust class action conspiracy jury trial resulting in a multimillion-dollar verdict for the class; the successful defense of a multinational corporation in a jury trial, which, after seventeen witnesses and four weeks of trial, resulted in a verdict of no liability for his client; and a verdict on behalf of a biotechnology company in a bench trial regarding nationwide punitive damages insurance coverage. Mr. Searby also served as co-lead counsel in *Irvine, et al. v. ImClone Systems, Inc.*, where he deposed the former Chief Executive Officer, the former Director of Regulatory Affairs, the former Chief Scientist, as well as other current and former employees of ImClone before achieving a \$75 million settlement on behalf of the class. Mr. Searby represents several Fortune 500 companies in opt-out antitrust litigation across the United States. In addition, Mr. Searby also represents companies and individuals subject to federal and state criminal investigations and prosecutions.

Mr. Searby has presented on trial practice to the Federal Bureau of Investigation and the Cleveland Bar Association. He is a member of the American Bar Association - Antitrust Section and the Federal Bar Association. He is admitted to practice in Ohio and Illinois and various United States District Courts.

**ARTHUR L. SHINGLER** is a graduate of Point Loma College (B.A., *cum laude*, 1989) and Boston University School of Law (J.D. 1995). Mr. Shingler specializes in complex consumer and securities class actions, as well as related shareholder derivative litigation. Mr. Shingler is or has been counsel in numerous actions, including: *In Re: Lattice Semiconductor Derivative Litigation*; *In re: Priceline.com Securities Litigation*; *In re: 360networks Class Action Securities Litigation*; *Irvine, et al. v. ImClone Systems, Inc., et al.*; *In re: Cyberonics Securities Litigation*; *Lancaster, et al. v. Royal Dutch Petroleum Co.*; *In re: HealthSouth Corporation Derivative Litigation*; and *In Re: Guidant Corp. Securities Litigation*, among other representative actions. In addition to numerous successful recoveries in class litigation, of particular note are Mr. Shingler's efforts on behalf of the class in the Halliburton securities litigation, where he successfully argued against final approval of an inadequate settlement and continues to represent plaintiffs as the action proceeds. Mr. Shingler also played a primary role in substantially changing executive management and corporate governance, as well as advancing shareholder rights in the Lattice Semiconductor Derivative Litigation. Of additional note, Mr. Shingler has represented aggrieved class members in a number of consumer protection actions and has been instrumental in expanding and clarifying consumer and class interests nationwide. As two examples, Mr. Shingler was fundamentally involved before the Massachusetts Supreme Judicial Court in shaping the contours of class certification under Massachusetts state law (*Weld v. Glaxo Wellcome, Inc.*, 434 Mass. 81 (2001)) and, before the California Court of Appeals, in shaping the scope of California's Unfair Practices Act and the limits of its False Claims Act (*Rothchild v. Tyco Internat. (US), Inc., et al.*, 83 Cal. App. 4th 488 (Cal. App. 4th D.C.A. 2000)) Mr. Shingler is admitted to practice before the Supreme and all other Courts of the State of California, the United States Court of Appeals for the Third Circuit, and various United States District Courts.



**ANITA MELEY LAING** is a graduate of Ohio University (B.S., *cum laude*, 1963), University of Tennessee (M.S., *summa cum laude*, 1967) and University of Pittsburgh School of Law (J.D., *cum laude*, 1978). She is admitted to practice in California and Pennsylvania (inactive). Ms. Laing was the Notes Editor of the University of Pittsburgh Law Review and has authored articles for publication there and in the legal magazine *Trial*. Ms. Laing's entire legal career has involved complex commercial and class action cases. Her practice has ranged: from representation of employees in nationwide class action discrimination cases, to thousands of individuals who lived near a major California Superfund site for personal injuries and property damage sustained from exposure to toxic waste emissions; from companies who paid inflated premiums for workers' compensation insurance, to elderly investors in a multi-million dollar Ponzi scheme; and from purchasers of publicly traded securities at fraudulently inflated prices to consumers nationwide. Ms. Laing is active in litigation, including: *Hohider v. UPS*; *In re: Guidant Securities Litigation*; and *In re: Diebold Inc. Securities Litigation*, among others.

**MARK V. JACKOWSKI** is a graduate of St. John's University and the University of Dayton Law School. He also holds an LLM in Corporate law from New York University. Mr. Jackowski concentrates his practice in the litigation and trial of white collar crime and related complex cases. For more than twenty-five years, Mr. Jackowski investigated and tried high profile criminal and civil cases on behalf of the United States. From 1979 to 1984, he served with the Securities and Exchange Commission's New York Regional Office, where he investigated and tried insider trading and corporate fraud cases, including *SEC v. Materia* – a civil injunctive action brought against a financial printer for trading on the basis of non-public information. From 1984 to 2006, Mr. Jackowski served as an Assistant United States Attorney with the Department of Justice in New York, Florida, and Colorado, and as Deputy Independent Counsel with the Office of the Independent Counsel in Washington, D.C. Notable cases include the landmark convictions in 1990 of numerous officers of the Bank of Credit and Commerce International (BCCI) in a six month trial. Mr. Jackowski also conducted the investigation of a former White House cabinet member and his associates, resulting in the former cabinet member's plea to lying to the Federal Bureau of Investigation. In addition to these cases, Mr. Jackowski prosecuted and tried numerous other complex criminal cases, including international drug trafficking, money laundering, securities fraud, and bank fraud. In recognition of his work, Mr. Jackowski received the Department of Justice's award for Sustained Superior Performance, as well as letters of commendation from the Attorney General of the United States, the Director of the Federal Bureau of Investigation, and the Director of the Drug Enforcement Administration. Mr. Jackowski has been a National Institute for Trial Advocacy Instructor and has taught the Department of Justice Complex Prosecution and Money Laundering Seminars, and is a member of the American Bar Association – Litigation Section. He is admitted to practice in New York and the United States Court of Appeals for the District of Columbia Circuit.

**BETH KASWAN** has represented plaintiffs in cases involving securities and consumer fraud since 1998. Prior to 1998, Ms. Kaswan served in the Giuliani administration as New York City's Chief Procurement Officer, a Deputy Commissioner in the Department of Investigations and the Finance Department's Chief Counsel.

Ms. Kaswan, having majored in accounting at college, began her career at Peat, Marwick, Mitchell & Co. and later served as a trial attorney with the U.S. Department of Justice, Tax Division. In

1985, she joined the U.S. Attorney's Office for the Southern District of New York, and was promoted to Chief of Commercial Litigation and then Deputy Chief of the Civil Division. While employed by the government, Ms. Kaswan litigated several high-profile cases to judgment, including the landmark case of *United States v. Gleneagles Inv. Co.*, where following a multi-stage, thirteen month trial, the fraudulent conveyance laws were first applied to set aside a leveraged buy-out. She also represented the Federal Reserve for its enforcement actions against the rogue bank, BCCI, leading to the global RICO plea agreement and forfeiture of BCCI's \$550 million of United States assets; the IRS for its \$5 billion claim against Drexel, the Defense Department and MARAD for *qui tam* and other false claims actions against Goodyear Aerospace, Loral and General Dynamics and the FDA to enjoin the manufacture of adulterated generic drugs. See, e.g., *United States v. Gleneagles Inv. Co.*, 565 F. Supp. 556 ("Gleneagles I"), 571 F. Supp. 935 ("Gleneagles II"), 584 F. Supp. 671 ("Gleneagles III") (M.D. Pa. 1981), *aff'd in part and rev'd in part sub. nom.*, *United States v. Tabor Ct. Realty Corp.*, 803 F.2d 1288 (3d Cir. 1986); *In re Smouha ("BCCI")*, 136 B.R. 921 (S.D.N.Y. 1992); *United States v. Davis*, 803 F. Supp. 830 (S.D.N.Y. 1992), *aff'd in part and rev'd in part sub. nom.*, *United States v. General Dynamics Corp.*, 19 F.3d 770 (2d Cir. 1994); *United States v. Barr Laboratories, Inc.*, 812 F. Supp. 458 (D.N.J. 1993).

Ms. Kaswan received several awards from the Justice Department and the agencies she represented, including the Justice Department's John Marshall award, Special Commendation from the Attorney General, a Superior Performance award from the Executive Office of U.S. Attorneys, Tax Division Outstanding Achievement awards, and awards from the FDA Commissioner and U.S. Customs Service. She has testified before the New York legislature as a government expert on money-laundering and lectured in Justice Department training programs on evidence and other subjects.

**MARIA K. TOUGAS** is a graduate of Bowdoin College (B.A., *magna cum laude*, 1985) and Western New England College School of Law (J.D. 1989), where she was a member of the National Moot Court Team. Ms. Tougas' experience includes complex commercial litigation, creditor's rights and bankruptcy. At Scott + Scott, Ms. Tougas is actively engaged in complex class action litigation, including securities, consumer and antitrust litigation. She also focuses on bankruptcy and creditor's rights issues associated with complex class action litigation. Ms. Tougas actively practices all types of commercial litigation. She is admitted to practice in Connecticut, as well as the U.S. Court of Appeals for the Second Circuit.

**DEIRDRE DEVANEY** is a graduate of New York University (B.A., *cum laude*, 1990) and the University of Connecticut School of Law (J.D., with honors, 1998) where she was the Managing Editor of the Connecticut Journal of International Law. Ms. Devaney's experience includes commercial and probate litigation, as well as trusts and estates. Currently, Ms. Devaney's practice areas include commercial and securities litigation. Ms. Devaney is involved in litigation, including: *In re: Priceline.com Securities Litigation*; and *In re: Guidant Corp. Securities Litigation*, among others. Ms. Devaney is admitted to practice in Connecticut, New York and the United States District Court for the District of Connecticut.

**GEOFFREY JOHNSON** is a graduate of Grinnell College (B.A., with honors, 1996) and the University of Chicago Law School (J.D., with honors, 1999), where he served on the law review. An attorney with the firm's Ohio office, Mr. Johnson's main practice areas include securities and

ERISA class action litigation, corporate governance and other complex commercial litigation, including among others: *In re: Priceline.com Securities Litigation*; *In re: GM ERISA Litigation*; *Shirk v. Fifth Third Bancorp.*; and *In re: Merck ERISA Litigation*. Prior to joining Scott + Scott, Mr. Johnson clerked for the Honorable Karen Nelson Moore, Sixth Circuit United States Court of Appeals. Mr. Johnson has been active in pro bono matters, handling cases for the Legal Aid Society of Cleveland. Mr. Johnson is a member of the Ohio Bar.

**WALTER NOSS** is a graduate of the University of Toledo (B.A., *magna cum laude*, Economics 1997) and the Ohio State University College of Law (J.D., with honors, 2000), where he served as a member of the Ohio State Law Journal. Mr. Noss' main practice areas include securities, antitrust and complex litigation, including: *In re: Rubber Chemicals Antitrust Litigation*; *In re: Plastic Additives Antitrust Litigation*; and *In re: Polychloroprene Rubber Antitrust Litigation*, among others. Mr. Noss is a member of the Ohio Bar.

**DONALD D. BROGGI** is a graduate of University of Pittsburgh (B.A. 1990) and Duquesne University School of Law (J.D. 2000). He is licensed to practice in Pennsylvania and currently is engaged in the firm's complex securities, antitrust and consumer litigation, including: *Hohider v. UPS*; *In re: Priceline.com Securities Litigation*; *In re: Rubber Chemicals Antitrust Litigation*; and *In re: Plastic Additives Antitrust Litigation*, among others.

**ERIN GREEN COMITE** is a graduate of Dartmouth College (B.A., *magna cum laude*, 1994) and the University of Washington School of Law (J.D. 2002). Prior to entering law school, Ms. Comite was a legal assistant at The White House. At Scott + Scott she actively is engaged in the firm's complex securities, corporate governance and antitrust litigation, including: *Hohider v. UPS*; *In re: Priceline.com Securities Litigation*; and *In re: Host America Securities Litigation*, among others. Ms. Comite also assists in the firm's institutional investor and class member services. She is licensed to practice in Connecticut.

**NICHOLAS J. LICATO, Ph.D.** is a graduate of New York University (B.A. Chemistry, 1980), University of Utah (Ph.D. Medicinal Chemistry, 1985), University of Michigan - Ann Arbor (Postdoctoral Fellowship, 1988) and University of San Diego School of Law (J.D., 2002). Dr. Licato has over 12 years of industrial experience, including the management and direction of drug discovery, development and commercialization activities. As an attorney, Dr. Licato's practice emphasizes application of the Food, Drug and Cosmetic Act (FDCA) to the investigation, commencement and prosecution of securities fraud class actions, M&A litigation, and shareholder derivative suits, including: *In re: Cyberonics Securities Litigation*; *In re: Guidant Securities Litigation*; and *In re: Diebold Securities Litigation*. Dr. Licato is admitted to practice in California.

**DAVID H. GOLDBERGER** is a graduate of the University of Colorado (B.A. 1999) and California Western School of Law (J.D. 2002). Mr. Goldberger is currently actively involved in litigation, including: *In re: Priceline.com Securities Litigation*; *In re: GM ERISA Litigation*; and *In re: Plastic Additives Antitrust Litigation*, among others. He is licensed to practice in California and is currently involved in the firm's complex securities and antitrust litigation.



**DESSETA MARSIE-HAZEN** is a graduate of Wellesley College (B.A. 1978), the Woodrow Wilson School of Public and International Affairs at Princeton University (M.P.A. 1980) and the New York University School of Law (J.D. 1987). She is licensed to practice in the Virgin Islands, New York, Florida and the District of Columbia. She currently spearheads all aspects of discovery in the firm's antitrust and securities practice.

**LUIS LORENZANA** is a graduate of Santa Clara University (B.A. 1998) and The George Washington University Law School (J.D., with honors, 2006). Mr. Lorenzana is licensed to practice in California and is involved in the firm's securities and antitrust class action litigation. Currently, Mr. Lorenzana is involved in litigation, including: *In re: Priceline.com Securities Litigation*; and *In re: Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, among others. As part of his *pro bono* work, Mr. Lorenzana has worked with La Raza Centro Legal in San Francisco, where he represented low-income, Spanish-speaking clients facing housing, labor and consumer issues.

**HAL CUNNINGHAM** is a graduate of Murray State University (B.S. Biological Chemistry, 1997) and the University of San Diego School of Law (J.D. 2005). In addition to his law practice, Mr. Cunningham has over eight years of research and development experience in the chemical and pharmaceutical industries. Mr. Cunningham is licensed to practice in California and currently is involved in the firm's securities and consumer litigation, including: *In re: Cardinal Health, Inc. Securities Litigation*; *Paton, et al. v. Cingular Wireless, et al.* and *Deitz v. Comcast Corporation*.

**JUDY SCOLNICK** is a graduate of New York University (BA *cum laude* 1972), Brandeis University (MA 1973) and Boston College Law School (JD *summa cum laude* 1976) where she served on the *Boston College Industrial and Commercial Law Review*. She began her career as a law clerk to the late Honorable Anthony Julian of the United States District Court in Massachusetts and then served as a trial attorney in the Civil Division of the United States Department of Justice from 1977 until 1981. As a trial attorney Ms. Scolnick was the lead counsel in several high-profile employment discrimination lawsuits against various US agencies around the country. She also drafted the policy position followed by all US Attorneys' offices concerning employment discrimination cases that ensured coordination between the positions of the Civil Rights Division as prosecutor of discrimination cases against private employer and the Civil Division as the defender of employment cases against US agencies. Ms. Scolnick then served with the General Counsel's office of British Airways, where she primarily practiced employment law. Ms. Scolnick also played a primary role in negotiating key operating contracts and obtaining governmental approval of the alliance between British Airways and American Airlines. Ms. Scolnick has lectured and written extensively in the areas of prosecution and defense of Title VII, Americans with Disabilities Act, age discrimination, and compliance with the discrimination provisions of the Air Carrier Access Act. Ms. Scolnick is admitted to practice in New York, New Jersey, and Massachusetts.

**AMANADA F. LAWRENCE** is a graduate of Dartmouth College (B.A. , cum laude, 1998) Yale University (J.D., 2002). Ms. Lawrence is admitted to practice in Connecticut. Her primary areas of practice are complex securities litigation, securities class action litigation, commercial and land use litigation.